

**IN THE UNITED STATES DISTRICT COURT**  
**FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.  
and LAW DEBENTURE TRUST COMPANY OF NEW  
YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

Civil Action No. 04-1494-JJF

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

v.

MIKE J. HANSON and ERNIE J. KINDT,

Defendants.

Civil Action No. 05-499-JJF

**DECLARATION OF BONNIE STEINGART**

BONNIE STEINGART declares as follows:

1. I am an attorney and a member of the firm of Fried, Frank, Harris, Shriver & Jacobson LLP, counsel to Magten Asset Management Corporation ("Magten") in connection with the above captioned action. I submit this declaration (the "Declaration") in support of the motion of Magten for a Protective Order With Respect to the Deposition of Talton R. Embry (the "Motion").

2. Attached hereto as Exhibit 1 is a true and correct copy of a letter dated April 3, 2007 from counsel for NorthWestern to counsel for Magten.

3. Attached hereto as Exhibit 2 is a true and correct copy of an e-mail dated April 5, 2007 at 6:27 p.m. from counsel for Messrs. Hanson and Kindt to counsel for NorthWestern and counsel for Magten.

4. Attached hereto as Exhibit 3 is a true and correct copy of an e-mail dated April 10, 2007 at 4:07 p.m. from counsel for NorthWestern to counsel for Messrs. Hanson and Kindt and counsel for Magten.

5. Attached hereto as Exhibit 4 is a true and correct copy of an e-mail dated April 10, 2007 at 9:05 p.m. from counsel for Magten to counsel for NorthWestern and counsel for Messrs. Hanson and Kindt.

6. Attached hereto as Exhibit 5 is a true and correct copy of a letter dated April 11, 2007 from counsel for NorthWestern on behalf of itself and counsel for Messrs. Hanson and Kindt to counsel for Magten.

7. Attached hereto as Exhibit 6 is a true and correct copy of an e-mail dated April 11, 2007 at 9:19 p.m. from counsel for Magten to counsel for NorthWestern and counsel for Messrs. Hanson and Kindt.

8. Attached hereto as Exhibit 7 is a true and correct copy of a Notice of Deposition of Talton Embry, served on April 11, 2007 at 9:07 p.m.

9. Attached hereto as Exhibit 8 is a true and correct copy of an e-mail dated April 11, 2007 at 9:26 p.m. from counsel for NorthWestern to counsel for Messrs. Hanson and Kindt and counsel for Magten.

10. Attached hereto as Exhibit 9 is a true and correct copy of an e-mail dated April 12, 2007 at 11:24 a.m. from counsel for Magten to counsel for NorthWestern and counsel for Messrs. Hanson and Kindt.

11. Attached hereto as Exhibit 10 is a true and correct copy of a letter dated April 18, 2007 from counsel for Magten to counsel for NorthWestern and counsel for Messrs. Hanson and Kindt.

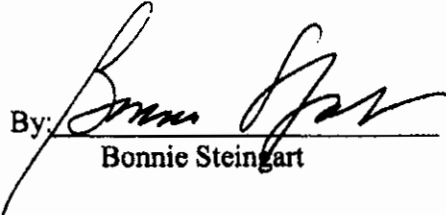
12. On April 19, 2007, counsel for Messrs. Hanson and Kindt indicated that they were unwilling to withdraw the Deposition Notice absent a comprehensive agreement on numerous other outstanding scheduling issues, which Magten believed were not capable of being definitively resolved immediately, especially since their

proposal would potentially require rescheduling the depositions of numerous third parties. Counsel for Hanson and Kindt also indicated, contrary to their prior position, that they demanded that Mr. Embry's deposition had to take place prior to May 2 – the original discovery cut-off date.

13. In every scheduling discussion since at least the beginning of April, counsel for all parties have recognized and agreed that it will be logistically necessary for depositions to continue after May 2 and into the week of May 7.

I declare under the penalty of perjury under the laws of the United States that the above statements are true and correct.

Dated: New York, New York  
April 20, 2007

By:   
Bonnie Steingart

584222

**CERTIFICATE OF SERVICE**

I hereby certify that on this 20<sup>th</sup> day of April, 2007, I served by hand delivery and electronic filing the DECLARATION OF BONNIE STEINGART, using CM/ECF which will send notification of such filing(s) to the following:

**BY EMAIL AND HAND DELIVERY**

Denise Seastone Kraft, Esquire  
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919 North Market Street, 15th Floor  
Wilmington, DE 19801

Kathleen M. Miller, Esquire  
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Wilmington, DE 19899

Victoria Watson Counihan, Esquire  
Dennis A. Meloro, Esquire  
Greenberg Traurig LLP  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, DE 19801


I also certify that, on this 20<sup>th</sup> day of April, 2007, I served the aforementioned document, by e-mail and Federal Express, upon the following participants:

**BY EMAIL AND FEDERAL EXPRESS**

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Dale R. Dubé (No. 2863)